

# **EXHIBIT A-6**

## **James Goodman's Original Answer and Affirmative Defenses**

**CAUSE NO. 2021CI24147**

<b>ARRIS SOLUTIONS, INC.,</b>	§	<b>IN THE DISTRICT COURT</b>
	§	
<b>Plaintiff,</b>	§	
<b>v.</b>	§	
	§	
<b>GOODMAN NETWORKS INC. d/b/a</b>	§	<b>OF BEXAR COUNTY, TEXAS</b>
<b>GOODMAN SOLUTIONS; GNET ATC,</b>	§	
<b>LLC f/k/a GENESIS NETWORKS</b>	§	
<b>TELECOM SERVICES, LLC; JAMES</b>	§	
<b>FRINZI; JAMES GOODMAN; JASON</b>	§	
<b>GOODMAN; and BRAD KOZMA,</b>	§	
	§	
<b>Defendants.</b>	§	<b>166<sup>th</sup> JUDICIAL DISTRICT</b>

**DEFENDANT JAMES GOODMAN'S ORIGINAL ANSWER**  
**AND AFFIRMATIVE DEFENSES**

Defendant James Goodman files this Answer to Plaintiff's Original Petition and Jury Demand filed by Plaintiff Arris Solutions, Inc. and shows:

**GENERAL DENIAL**

Goodman denies each allegation in Plaintiff's Original Petition, and any subsequent petition filed by Plaintiff, and demands strict proof of every allegation by the applicable burden of proof.

**AFFIRMATIVE DEFENSES**

Without assuming the burden of proof as to any element, Plaintiff's claims are barred, in whole or in part, by the following defenses, which are pled in the alternative to the extent necessary:

- Plaintiff's allegations fail to state a claim against Goodman for which relief may be granted.
- Plaintiff's claims are barred, in whole or in part, by the business judgment rule.
- Goodman owed no duty of disclosure to Plaintiff.

- Goodman is not liable in the individual capacity in which he is sued. Goodman is on the Board of Directors for Goodman Networks. Goodman does not “control” Goodman Networks and GNET ATC or “remain[] at the helm” of either entity, as Plaintiff alleges without any factual support. To the extent Goodman could be liable in his capacity as a Director of Goodman Networks (which he is not), those claims would belong to the company as derivative causes of action, not to Plaintiff. Plaintiff’s Original Petition contains no allegations against Goodman other than bare-bones conclusory statements pled on information and belief, which do not support a claim against him in his individual capacity.
- Plaintiff’s claims are barred, in whole or in part, by statutes of limitations/repose.
- Plaintiff’s claims are barred, in whole or in part, by the doctrines of waiver, laches, equitable estoppel, and/or release.
- Plaintiff’s claims are barred, in whole or in part, by contract.
- Plaintiff’s claims are barred, in whole or in part, by failure of consideration.
- Plaintiff lacks standing to assert some or all of its claims, including because Texas law does not permit a creditor to assert claims which belong to a company under a zone of insolvency theory. Further, Texas law permits a creditor to assert claims belonging to a company under the trust fund doctrine only where the company is insolvent and has ceased operating. Goodman Networks and GNET ATC have not ceased operations and are not insolvent.

Goodman reserves his right to assert any additional defenses and claims which may be applicable.

#### **JURY DEMAND**

Goodman demands a trial by jury on all issues triable thereto.

#### **PRAYER**

Goodman requests that the Court enter judgment that Plaintiff take nothing on its claims and that the Court award Goodman such further relief, whether at law or equity, to which he is justly entitled.

Respectfully submitted,

**WINSTEAD PC**

By: /s/ Toby M. Galloway

Toby M. Galloway

State Bar No. 00790733

[tgalloway@winstead.com](mailto:tgalloway@winstead.com)

Matthias Kleinsasser

State Bar No. 24071357

[mkleinsasser@winstead.com](mailto:mkleinsasser@winstead.com)

300 Throckmorton Street, Suite 1700

Fort Worth, Texas 76102

(817) 420-8200 (telephone)

(817) 420-8201 (fax)

**ATTORNEYS FOR DEFENDANT  
JAMES GOODMAN**

**CERTIFICATE OF SERVICE**

I certify that a true and correct copy of the foregoing document was served upon all counsel of record via the court's electronic filing system on the 14th day of January, 2022.

/s/ Toby M. Galloway



KNOWLEDGMENT Case 23-03165-myl Doc 2-7 Filed 03/16/23 Entered 03/16/23 11:47:02 Desc Exhibit A-6 Page 5 of 6

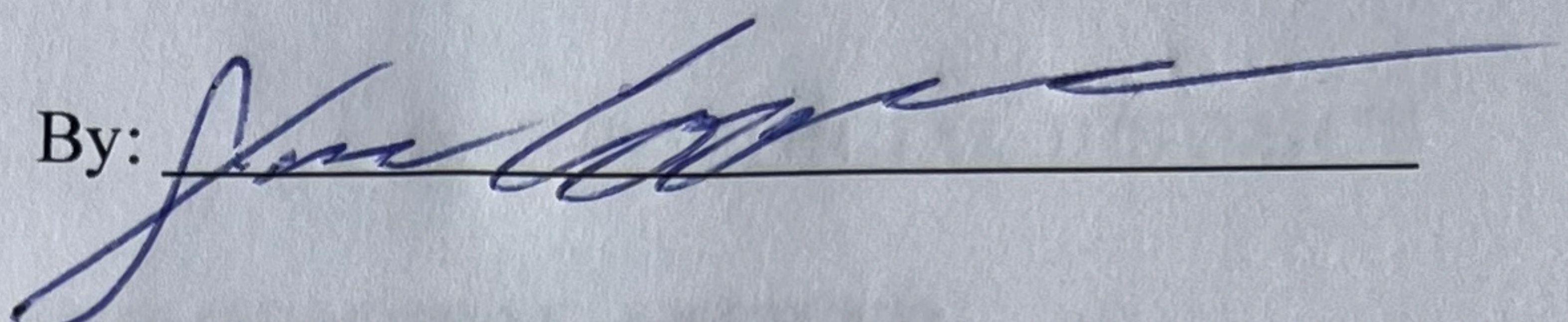
**VERIFICATION OF JAMES GOODMAN**

STATE OF TEXAS

§  
§  
§

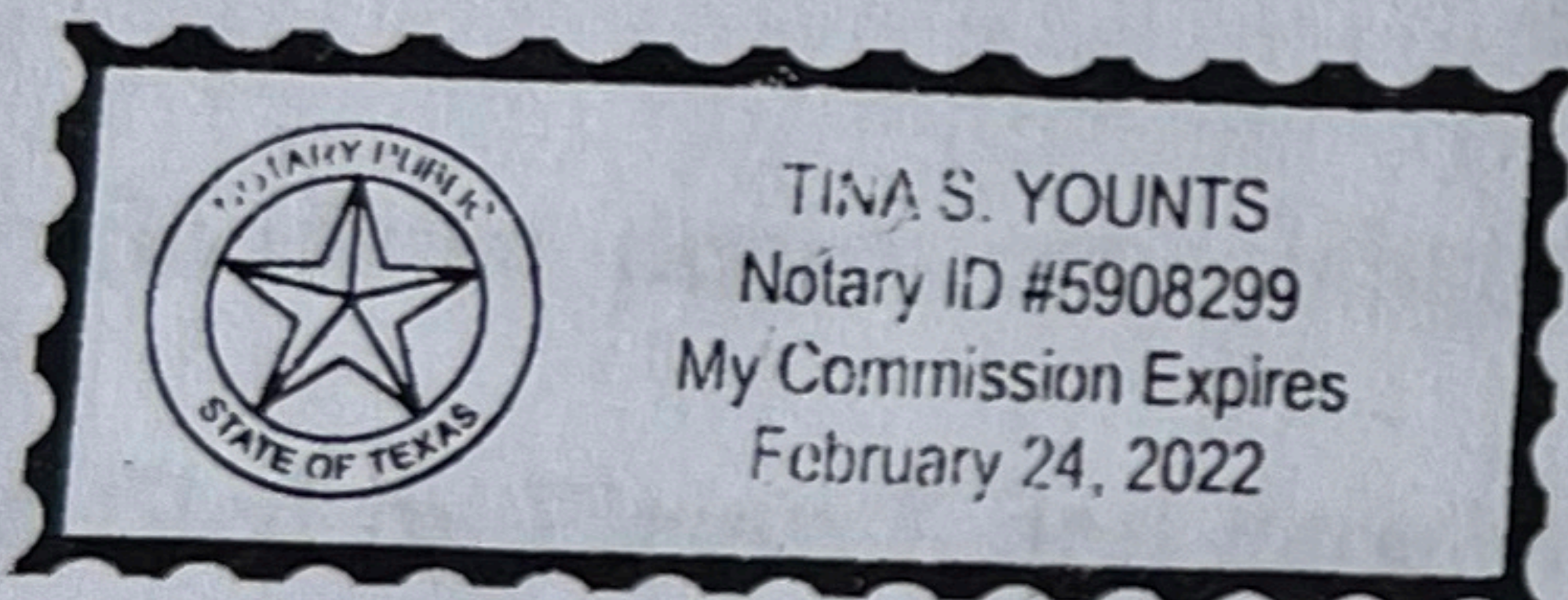
COUNTY OF BEXAR

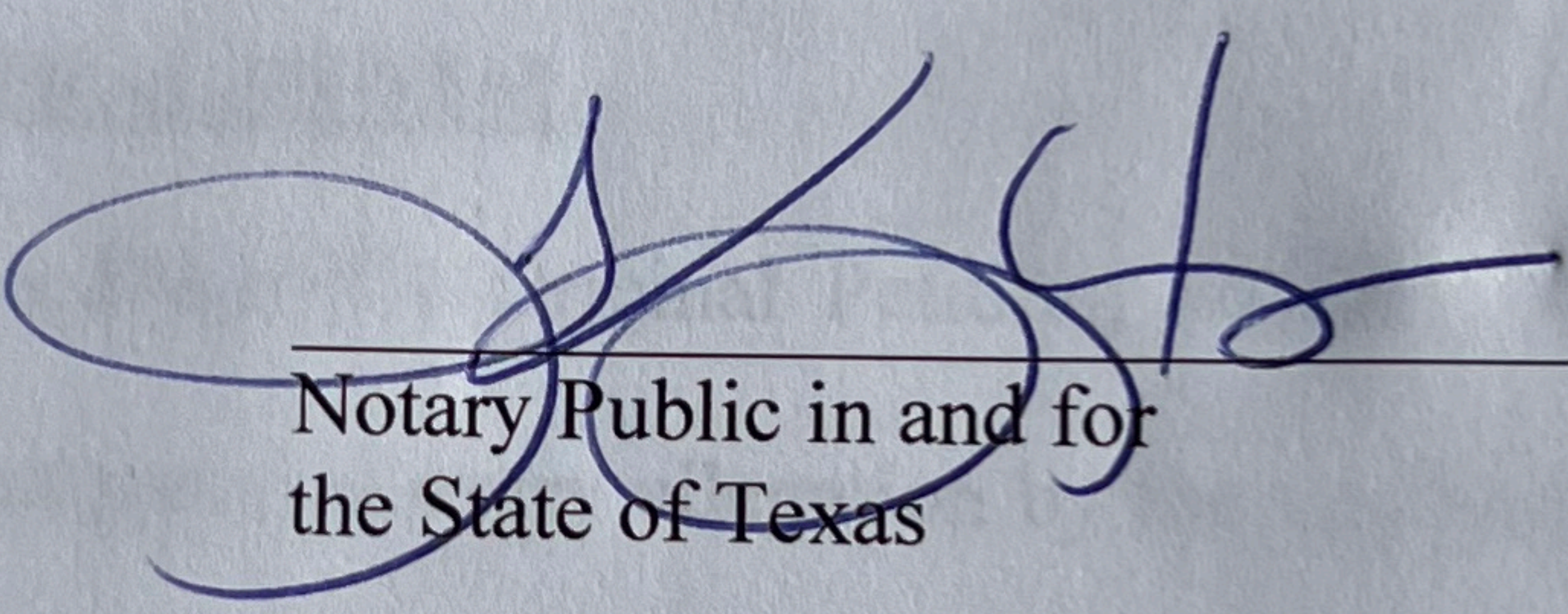
BEFORE ME, the undersigned authority, on this day personally appeared James Goodman, who is personally known to me, and who stated that he has read James Goodman's Original Answer and Affirmative Defenses to Plaintiff's Original Petition and Jury Demand, and that the defense that he is not liable in the capacity in which he is sued, and the factual statements made in support of this defense, are within his personal knowledge and are true and correct.

By: 

Printed Name: James Goodman

SUBSCRIBED AND SWORN TO BEFORE ME on this the 14 day of January, 2022, to certify which witness my hand and seal of office:



  
Notary Public in and for  
the State of Texas



### Automated Certificate of eService

This automated certificate of service was created by the eFiling system. The filer served this document via email generated by the eFiling system on the date and to the persons listed below. The rules governing certificates of service have not changed. Filers must still provide a certificate of service that complies with all applicable rules.

Toby Galloway  
Bar No. 790733  
tgalloway@winstead.com  
Envelope ID: 60844319  
Status as of 1/14/2022 4:17 PM CST

#### Case Contacts

Name	BarNumber	Email	TimestampSubmitted	Status
Toby Michael Galloway	790733	tgalloway@winstead.com	1/14/2022 3:04:57 PM	SENT
Hannah GraceCorry		hccorry@fbfk.law	1/14/2022 3:04:57 PM	SENT
James E.Davis		jdavis@fbfk.law	1/14/2022 3:04:57 PM	SENT
Stefani Carter		scarter@fbfk.law	1/14/2022 3:04:57 PM	SENT
Amy Ruhland	24043561	amy.ruhland@us.dlapiper.com	1/14/2022 3:04:57 PM	SENT

Associated Case Party: Arris Solutions, Inc.

Name	BarNumber	Email	TimestampSubmitted	Status
Ryan Sullivan		ryan.sullivan@us.dlapiper.com	1/14/2022 3:04:57 PM	SENT
Jennifer Nall		jennifer.nall@us.dlapiper.com	1/14/2022 3:04:57 PM	SENT
Abe Hewgley		abe.hewgley@us.dlapiper.com	1/14/2022 3:04:57 PM	SENT

Associated Case Party: Goodman Networks Inc

Name	BarNumber	Email	TimestampSubmitted	Status
Jennifer Tatum Lee		jennifer@clands.com	1/14/2022 3:04:57 PM	SENT

Associated Case Party: James Goodman

Name	BarNumber	Email	TimestampSubmitted	Status
Matthias Kleinsasser		mkleinsasser@winstead.com	1/14/2022 3:04:57 PM	SENT